

### **1. Governance structure**

- 1.1. The Board of Governors ("BoG" or "the Board") has the broadest powers to perform all administrative and management actions necessary for the proper operation of SCK•CEN, hereinafter "the Centre". Any general delegation is prohibited. The Articles of Association regulate the organisation of the current affairs.
- 1.2. Within the Board of Governors, a Remuneration and Nomination Committee and a Financial Committee have been set up to assist the Board in the exercise of specific duties.
- 1.3. In accordance with the Articles of Association, the daily management of the Centre is the responsibility of the Executive Committee, the Managing Director and the Director-General.
- 1.4. As a day-to-day management body, the Executive Committee is responsible for the implementation of the decisions of the Board of Governors, and exercises the powers it is granted under Article 11, §1. The Executive Committee prepares the meetings of the Board of Governors and ensures that the decisions that are taken by the Board of Governors or by itself are implemented by the Director-General. The Executive Committee is also the Strategic Committee of the Centre.
- 1.5. In the context of the daily management, the Managing Director also exercises specific executive powers in accordance with these regulations, and serves as a link between the Board of Governors and the Executive Committee on the one hand, and the Management Committee (MC) on the other.
- 1.6. The Director-General is in charge of the daily management of the Centre and has the necessary powers to carry out the duties assigned to him. He is assisted by the Management Committee, which he chairs.
- 1.7. The Board of Governors has established a Scientific Council (WAC) whose task it is to provide advice on the technical, scientific and social relevance of the research carried out by the Centre, and to assess the quality of this research. The house rules of the WAC are laid out in Appendix IV to these regulations.
- 1.8. In addition to these general principles, the proper operation of the Centre is determined, on the one hand, by the governance rules and a clear definition of the powers and responsibilities of the Board [including the internal delegations to the Executive Committee, the Chairman, the Managing Director, the members, the committees, etc.], and the powers and responsibilities of the Director-General on the other. This is the subject of this document, which comprises the general regulations of the Board of Governors and its organisation, and describes the respective powers and proxies.

## 2. Regulations of the Board of Governors

2.1. The Board of Governors is the highest decision-making body of the Centre. The Board is responsible for the management of the Centre and its social interests. It defines the values and approves and monitors the strategy and overall policy. The Board also plays a significant role as a link in the communication with the federal government and at an international level.

The Board of Governors defines the risk level to which the Centre can be exposed. It has the authority to supervise and control the management of the Centre. It ensures the implementation of a control system with regard to the risks, enabling these risks to be identified and managed in an appropriate manner.

The Board also ensures the optimisation of the scientific and financial results of the Centre, taking the interests of its partners into account.

2.2. In particular, the Board of Governors has the following duties, which cannot be delegated:

- the establishment of the required committees and commissions and the definition of their mission;
- the approval of the programme of activities;
- the approval of the annual budget;
- the approval of the accounts and the information to the government, together with the preparation of a report on the activities and the financial situation;
- the organic framework of the staff and the salary grades;
- the grades and hierarchy of the positions (organisational chart).

2.3. The Board of Governors has the following powers that cannot be delegated:

- the determination of the structure of the executive management, consisting of the Managing Director, the Director-General and the Management Committee, as well as the determination of the powers and duties of the latter;
- the appointment, discharge and dismissal of the Director-General;
- the appointment, promotion, discharge and dismissal of staff with grade 16 and above;
- the appointment and dismissal of members of the Management Committee;
- the approval of research contracts and industrial contracts whose financial obligations exceed the amounts specified in the document attached as Appendix I;
- the approval of investments (scientific equipment, buildings) whose amount, per file, exceeds the amount specified in the document attached as Appendix I;
- the approval of mergers and acquisitions (partial divestitures and liquidations); the purchase and sale of shares of a company; the establishment and liquidation of companies.

2.4. The Board of Governors appoints a first Vice-Chairman from among the vice-chairmen. In the absence of the Chairman, the first Vice-Chairman will act as Chairman, and in the absence of the first Chairman, the second Chairman will act as Chairman.

The Secretary of the Board of Governors is appointed from among the staff of the Centre, and, in this context, falls under the responsibility of the Board of Governors. His/her annual appraisal is the responsibility of the Managing Director who, in this respect, requests the Director-General to carry out all internal procedures and the assessment of the other duties entrusted to him/her internally.

2.5. An Executive Committee taking the linguistic parity principles into account is established within the Board of Governors, and is composed as follows:

- the Chairman;
- the Vice-Chairmen;
- the Managing Director;

- one or more members of the Board of Governors.

The Government Commissioners are invited to the meetings of the Executive Committee in an advisory capacity.

The regulations regarding decisions that apply to the Board of Governors are also applicable to the Executive Committee.

- 2.6. The Board of Governors and its officers meet following a written notice sent at least six full days before the meeting. Extraordinary meetings are convened at least 24 hours prior to the meeting in the most appropriate manner. The invitation and the documents are forwarded electronically, unless otherwise explicitly requested on an individual basis. Except in cases of justified urgency, the documents relating to a decision to be taken by the Board will be forwarded together with the invitation.

The Board will meet at least four times a year, and the Executive Committee at least six times a year.

The Board of Governors will convene a strategic meeting at least once every two years to discuss the medium and long-term vision of the Centre, and the resources necessary for this. The following persons will be invited to this meeting: the representatives of the minister(s) responsible for the Centre, and the Chairman of the Scientific Council.

In the context of its meetings, the Board of Governors regularly organises visits and information and training sessions for its members regarding the activities of the Centre.

During the last meeting of the year, and at the proposal of the Chairman, the Board will decide on the major items that will be handled during the upcoming year; these items include the investment policy, human resources and risk management.

- 2.7. The Secretary of the Board of Governors draws up the minutes of every meeting of the Board and of the Executive Committee. These minutes are a synthetic representation of the discussions during the meeting. The minutes also unambiguously state the decisions that were made, and include a list of action items and how the decisions will be monitored, together with a time schedule. The convocation letters and minutes are drawn up in Dutch and in French, and are immediately included in a document that will be signed by the Chairman.

The deliberations and decisions of the Board of Governors are recorded in the draft minutes in Dutch and in French.

These minutes will be sent to the members of the Board of Governors within ten working days following the meeting. The members of the Board then have five working days to submit their written comments to the Secretary.

If there are no comments within this period, the draft minutes will be considered as approved, and will be signed by the Secretary and the Chairman. If a member of the Board of Governors submits a comment within the specified period, this comment will be included in the draft minutes and be presented to the Board of Governors during the next meeting; the Board will then make a decision regarding this comment. A copy of the approved minutes is sent to all members of the Board of Governors. The approved minutes are recorded in a special register. Copies or extracts that have to be submitted to any official authority will be signed by the Secretary and the Chairman.

- 2.8. The Director-General attends the meetings of the Board of Governors and of the Executive Committee in an advisory capacity. More specifically, he reports on the major items of the daily management of the Centre and on the various contacts with the government and with key partners.
- 2.9. Representatives of the recognized trade union organisations (selected by these organisations at the federal level, insofar as they are not part of the staff of the Centre) attend the meetings of the Board of Governors as observers, except for those items related to the staff or at the explicit request of the Chairman of the Board.
- 2.10. Depending on the topics discussed and at the request of the Director-General, the Executive Committee or the Board, counsellors or any experts whatsoever may be invited by the Chairman to assist the Board of Governors in its activities with regard to specific items of the agenda.
- 2.11. In the context of its operation and without prejudice to the Articles of Association, the Board of Governors can decide to delegate some of its powers, or to entrust certain tasks to the Chairman, the Executive Committee, the Managing Director or other members of the Board of Governors. Any amendment or adaptation of such delegation should be examined by the Board of Governors and be explicitly stated in the minutes. The delegation of powers or mandates relating to the execution of special tasks should be attached to the minutes of the meeting of the Board of Governors that made the decisions regarding these delegations and mandates. Any measure that is implemented under the delegated proxies and mandates will be the subject of comprehensive reporting to the Board of Governors and/or the Executive Committee. The Board of Governors is entitled to revoke or amend the delegated powers and mandates at any time.
- 2.12. The members of the Board of Governors will allow the staff of the Centre to work completely autonomously in the performance of the technical or scientific activities conducted within the framework of the duties defined by the Articles of Association and the Board, in accordance with the principles of the Centre's ethical charter. Contacts with the staff of the Centre will take place in consultation with the Executive Committee and the Director-General, taking the hierarchy into account. The Board of Governors may approve a Code of Conduct.
- 2.13. If a Director finds himself in a situation that could give rise to a conflict of interest as a result of a planned decision or an activity that falls under the authority of the Board of Governors, he shall comply with the statutory provisions and shall not participate in the deliberations of the Board of Governors regarding such activities or decisions, and shall also refrain from voting on such activities or decisions.
- 2.14. The members of the Board of Governors have a duty of confidentiality and take part in the management of the Centre in the public interest. Every member of the Board of Governors shall comply with the procedures for recognition provided for in the applicable legislation.

### **3. Regulations of the Executive Committee**

3.1. The Executive Committee has the following duties:

- to prepare the meetings of the Board of Governors;
- to oversee the implementation of the decisions of the Board of Governors and to ensure that the decisions that were made by the Board of Governors or the Executive Committee are implemented by the Director-General;
- to exercise the powers that were delegated to it in accordance with the Articles of Association and these regulations;
- to promote the scientific and other activities of the Centre;
- to monitor the day-to-day management of the Centre;
- to monitor the implementation of the budget;
- to monitor the implementation of the scientific research programmes with the assistance of the Scientific Council.

3.2. The Board of Governors delegates the following powers to the Executive Committee:

- the approval of the research contracts and the industrial contracts whose financial obligations with regard to the budget for the current year are situated between the amounts specified in the document attached as Appendix I, or for which the average financial obligations per year are expected to be situated between these amounts;
- the approval of investments (scientific equipment, buildings) for which the amounts per case file are situated between the amounts specified in the document attached as Appendix I;
- the sale of assets, both tangible and financial.

3.3. The Board of Governors also assigns the role of Strategic Committee of the Centre to the Executive Committee. This Committee is in charge of:

- the examination of the overall strategy proposed by the Management Committee and by the Director-General;
- the assessment of the strategic positioning of the Centre, taking into account the evolution of its environment;
- the examination of the projects of the strategic plan;
- the preparation of the deliberations of the Board and the provision of advice in areas concerning the strategic options that must be validated by the Board;
- the examination of the operations and cases that involve a major strategic importance for the Centre.

The Executive Committee meets at least once a year as a Strategic Committee and prepares a written report of its activities.

#### **4. The Chairman and the Managing Director**

##### **Special assignments and provisions**

##### 4.1. The Chairman (or, in his absence, the Vice-Chairmen):

- determines the agenda of the meetings of the Board of Governors, after consultation with the Director-General;
- chairs the meetings of the Board of Governors;
- is responsible for the smooth running of the activities of the Board of Governors and, in that capacity, is responsible for the organisation of the secretariat of the Board. ensures compliance with the statutory provisions;
- takes the necessary measures to promote coordination between the various consultative and advisory bodies of the Centre;
- in consultation with the Director-General, takes the necessary measures to promote the cooperation with other Belgian or foreign scientific research centres or institutions;
- signs or co-signs administrative or legal documents on behalf of the Board of Governors if this signature is a statutory or regulatory requirement. is entitled to delegate this authority to the Managing Director or Vice-Chairman, in full or partially;
- exercises the proxies that were delegated to him by the Board through a special and substantiated deliberation;
- proposes the Managing Director for the approval of the Board;
- proposes the composition of the Executive Committee for the approval of the Board;
- proposes the appointee for the position of Director-General for the approval of the Board;
- without prejudice to the general representation power of the Board of Governors as a collegial body, may validly take on obligations for the Centre in all matters (in case of urgency and, to ensure good order, after consultation with the Directors that can be reached, including matters relating to the daily management); he may delegate this authority to the Managing Director or Vice-Chairman, in full or partially. He is assisted by the Director-General or his representative.

In urgent cases and to the extent possible, the Chairman will take all appropriate measures on his own authority, in consultation with the Director-General and the members of the Executive Committee and/or the Board of Governors. He will report on this during the next meeting of the Board or of the Executive Committee.

##### 4.2. The Managing Director is appointed by the Board of Governors; his task is to exercise the powers that are delegated to him by the Board of Governors and/or the Executive Committee.

##### 4.3. The Managing Director:

- provides advice to the Director-General in the daily management of the Centre and, in this context, plays the role of intermediary between the Director-General, the Management Committee and the Executive Committee;
- signs the research contracts, industrial contracts and expenditure for investments in accordance with Appendix II of these Regulations;
- chairs the Financial Committee and the Nomination and Remuneration Committee;
- in the event of a major conflict between the management and the trade unions, ensures the representation of the Board of Governors in the reconciliation between the parties;
- is entitled to carry out a range of clearly defined assignments within the context of the supervision of the daily management of the Centre, on the basis of a special mandate from the Board of Governors.

## 5. The Director-General

5.1. The appointment procedure and powers of the Director-General are defined in the Articles of Association. The Director-General, the Deputy Directors-General, the Secretary-General and the Institute Directors are appointed by the Board of Governors for a renewable mandate of 6 years.

The Director-General has the following responsibilities:

- the implementation of the decisions of the Board of Governors;
- the determination of the management of the Centre;
- the management of the ongoing business and the organisation of the Centre;
- the effective management of the resources at the disposal of the Centre;
- the scientific programming and the activities;
- the enhancement of the research results.

He is the company manager, and, in this capacity:

- is legally responsible for the security and the nuclear safety of the installations;
- chairs the Works Council and the Committee for the Prevention and Protection at Work;
- chairs the MC and coordinates all members of the MC who directly report to him from a hierarchical perspective;
- is in charge of safety and security;
- enjoys an independent mandate within his legal powers;
- is responsible for discipline, the implementation of the disciplinary procedures and the maintenance of order on the sites.

5.2. Powers with regard to the management of current affairs.

As a body in charge of the daily management, the Director-General has the authorisations required for carrying out the tasks entrusted to him in accordance with the Articles of Association.

The management of current affairs is understood to be:

Following the decision/approval of the Board of Governors, or, depending on the case, the Executive Committee, the Chairman or the Managing Director, or prior to the ratification by these bodies:

- the implementation of the key management aspects and the overall strategy;
- implementation of the budget and appropriation of the resources, including the number and the level of staff that will be recruited on unlimited duration contracts;
- responsibility for the recruitment and dismissal of staff with a university or equivalent education;
- making investments that exceed the amount specified in the "Powers - Signatures" document attached as Appendix II;
- negotiating the social schemes and the remuneration policy;
- defining or modifying the organisational chart;
- the sale of assets, both tangible and financial;
- establishing joint ventures, mergers and acquisitions.

Through the delegation of powers, i.e., without the prior decision of the Board of Governors, the Executive Committee, the Chairman or the Managing Director:

- the appointment, promotion or dismissal of staff up to and including grade 15; the recruitment of trainees, PhD students, post-docs and visiting scientists, and the conclusion of scientific cooperation agreements with universities, research centres and other institutions for higher education;

- making investments within the limits of the amounts specified in the "Powers - Signatures" document attached as Appendix II";
- publishing quotes for services, proposing and negotiating cooperation agreements and contracts, both at a scientific level and in terms of enhancing knowledge, as specified in the "Powers - Signatures" document attached as Appendix II";
- placing orders within the limits of the amounts specified in the "Powers - Signatures" document attached as Appendix II";
- all accounting operations, including the recovery of payments due through the courts, and the accounting of lost lawsuits;
- the determination or amendment of internal procedures and the organisation within the departments and research units;
- internal and external communication.

### 5.3. Powers with regard to representation

- the signing of employment contracts, collective labour agreements, letters of dismissal, and generally any staff-related document;
- the signing or co-signing of tenders, contract proposals and contracts, orders, investments, notices of default and cancellations;
- the receipt of official and legal documents and of registered mail;
- the signing or co-signing of legal documents and the monitoring of legal disputes, as plaintiff or defendant, in accordance with the Articles of Association;
- the internal and external distribution of signed notifications to the staff, trade unions or the press.

If the decision falls under the authority of the Board of Governors or the Executive Committee, they will provide the Director-General with special powers to implement this.

### 5.4. Special provisions

- The Director-General can provide some of the staff with a special mandate to carry out some of his representation powers. The Board and/or the Executive Committee will be informed accordingly.
- The Director-General may surround himself with the necessary staff, on whom he can rely with the required confidence. He has free choice in this, and introduces his staff to the Executive Committee.
- The Director-General has a right of redress regarding the appointment or designation of his direct staff. This right of redress means that he may ask the Board of Governors or the Executive Committee to review their decision.
- The powers that the Board of Governors delegates to the Executive Committee, the Chairman, the Managing Director or any ad hoc commissions and committees have no effect whatsoever on the powers and responsibilities of the Director-General in terms of the management of the current affairs.
- The Director-General plays a decisive role in the determination of the policies of the Centre, in particular through his proposals to the Board and the Executive Committee.
- Besides reporting to the Board of Governors, the Director-General is also obliged to consult the Chairman of the Board of Governors, or, in his absence, one of the Vice-Chairmen and/or the Managing Director, prior to making any decisions with a major strategic or financial impact.



## **6. The Remuneration and Nomination Committee**

6.1. A Remuneration and Nomination Committee is established within the Board of Governors, which is composed as follows:

- the Chairman;
- the Vice-Chairmen;
- the Managing Director;
- the Director-General.

6.2. The Remuneration and Nomination Committee carries out the following tasks:

- Examining, monitoring and formulating recommendations with regard to the remuneration of, among others, the members of the Board of Governors, the Executive Committee, the various Committees and the Management, on the basis of Appendix II;
- Monitoring the costs incurred by the members of the Board of Governors and the Director-General;
- Organising and conducting the selection process for the members of the Management Committee that precedes the decision to be taken by the Board of Governors;
- Writing an appraisal regarding the Director-General;
- Analysing, supervising and providing recommendations with regard to the remuneration of the staff;
- Examining, supervising and providing recommendations with regard to the recruitment policy;

6.3. The Remuneration and Nomination Committee convenes at least twice a year, and may invite any relevant person with regard to the implementation of its assignments. On this occasion, the Committee reports to the Executive Committee and the Board of Governors, and submits its proposals and recommendations within the scope of its missions.

## **7. The Financial Committee**

7.1. A Financial Committee is established within the Board of Governors, which is composed as follows:

- the Chairman;
- the 1<sup>st</sup> Vice-Chairman;
- the Managing Director;
- two Directors;
- the Secretary-General and, if necessary, members of his departments invited to assist the work carried out by the Financial Committee;
- the Government Commissioners.

7.2. The Financial Committee has first and foremost an advisory role, and carries out the following tasks:

- monitoring and analysis of the budgetary and financial policies of the Centre, and in particular of the budgets, the annual accounts and specific strategic projects;
- monitoring and analysis of the internal audit and the systems for internal control and risk management;
- preparation of the general management's mandate with regard to collective labour agreements.

The Financial Committee may also be assigned specific assignments by the Board of Governors or by the Executive Committee.

7.3. The Financial Committee convenes at least 4 times a year. The Committee regularly reports to the Board of Governors within the framework of its operations, and submits recommendations.

## 8. The Scientific Council (WAC)

8.1. The Scientific Council (WAC) has the following duties:

- to stimulate the research carried out at SCK•CEN;
- to assess the technical and social scientific relevance, as well as the quality of the research of SCK•CEN;
- to foster cooperation with universities, higher education institutes, research institutes, the government and industry;
- to assess the scientific output of SCK•CEN;
- to provide advice to SCK•CEN on the selection of PhD students and post-docs in the context of the PhD system;
- to guarantee the scientific soundness for the Board of Governors towards the various regional, national and international authorities, and the supervisory authorities.

8.2. The WAC is composed of:

- a Chairman and Vice-Chairman appointed by the Board of Governors of SCK•CEN;
- a core of up to 5 members (excluding the Chairman) appointed by the Board of Governors of SCK•CEN on the recommendation of the WAC Chairman, in consultation with the Executive Committee of SCK•CEN;
- the Chairman of the Board of Governors of SCK•CEN;
- the Director-General of SCK•CEN;
- the Secretary of the WAC appointed by the Director-General of SCK•CEN.

The WAC may be assisted by ad-hoc scientific counsellors when dealing with case files for which additional expertise is required.

SCK•CEN staff may also be invited with regard to certain items on the agenda, on the proposal of the general management of the WAC.

The term of office of each member of the WAC is three years, and is renewable once. In order to guarantee the operational continuity of the WAC, a maximum of three WAC members will be replaced each time the term of office comes to an end, in consultation with the Executive Committee of SCK•CEN.

8.3. The WAC is an advisory body of the Board of Governors of SCK•CEN. The WAC provides assistance to the Board of Governors, including with respect to the scientific programme and the key aspects of the SCK•CEN operations. It will support the Executive Committee in making decisions with regard to the above areas. The WAC Chairman (or the Vice-Chairman) reports to the Executive Committee and to the Board of Governors.

## 9. The Management Committee (as a collegial body)

- 9.1. The Management Committee (MC) assists the Director-General in the day-to-day management, and develops and implements the strategy. It consists of the Director-General, the Deputy Directors-General (DDGs), The Secretary-General (SG) and the Institute Directors (IDs). The latter may be represented by the Deputy Institute Directors (DIDs) of their institute. The MC may also be assisted by staff members, or invite any person it deems necessary for specific case files. In principle, the Director Business Development & Support (BD&S) and the Head of the Internal Department for Prevention and Protection at Work (IDPPW) are always invited to the MC meetings, which are held on a weekly basis. The Head of the Communication Department (COM) is invited by the DG when deemed necessary. The secretariat of the MC is managed by the Executive Secretary of DDG1, who prepares and distributes the agenda. In the absence of this Executive Secretary, the Executive Secretary of the DG takes over this role.
- 9.2. During the MC meetings, the items on the agenda are discussed according to a fixed schedule, whereby every MC member covers his/her subject. Additional items can be proposed by the members or by guests through prior notification to the MC secretariat (in principle up to the Thursday before the meeting). Several items on the agenda are for information, while other items may lead to both decisions and action items for the daily management or the longer-term strategy. Large dossiers are brought up as 'Special Case Files' and, in order to be placed on the agenda, are submitted to the MC secretariat at least one week in advance. Special Case Files usually require more processing time, and are introduced by means of a presentation. Action items are listed showing the task, the person who will carry it out, and the date. The implementation status of the action items will be discussed at the beginning of every MC meeting, after the approval of the previous minutes.
- 9.3. As a general rule, the MC makes decisions as a collegial body. Decisions are implemented by the respective members: the Director-General or his deputy (in the following sequence in the case of absences: DDG1 or DDG2, SG) for issues over which he has direct authority; the Institute Directors (ANS, CSA, EHS, NMS) for issues affecting their institute; the SG, possibly in consultation with other members of the MC, on financial issues that do not fall under the authority of the CSA Institute Director.
- 9.4. The Director-General always has the ultimate responsibility for the organisation; he can only question the decisions of the MC in the case of a substantiated necessity. He will always consult the MC first on any possible amendment of a decision. If no decision is made, the Director-General, who, as stated above, always has the ultimate responsibility, will take the decision. These decisions are communicated to the members of the MC and confirmed in writing.
- 9.5. There are two Deputy Directors-General: both job descriptions and qualifications are summarised in the "14-133 Functiebeschrijvingen.docx" document. This document states that:
- When the DDG1 replaces the DG, he/she takes on a hierarchical role with respect to the Institute Directors, and, by extension, to the entire organisation;
  - DDG2 has no such hierarchical role with respect to the Institute Directors, and, by extension, to the entire organisation, unless both DDG1 and the DG are absent, or he/she is temporarily charged with this authority. Temporarily being charged with this authority is understood to be a situation in which DDG1 and DDG2, in consultation with the DG, agree that DDG2 will assume the line responsibility of DDG1, e.g. in a situation where DDG1 is carrying out a particularly stringent assignment as a result of which he is unable to take on the role of the DG in the latter's absence;
  - In the absence of the DG, DDG1 and DDG2 (such periods should be minimised as much as possible, and the overlapping of such periods should be avoided), the SG will temporarily take on this role;

- If the DG is present, the hierarchical role of the DDGs will not be relevant, except for DDG2, who will retain his specific authority with regard to the MYRRHA project;
- The appointment of the DDGs takes place by means of a selection procedure established by the Remuneration Committee and ratified by the Board of Governors;
- In view of the fact that DDG2 already plays a special international role in terms of MYRRHA, the DDG2 position will be expanded in order to enhance the international ambitions of the whole of SCK•CEN (as defined in the job description).
- The allocation of assignments to DDG1 and DDG2 will be discussed in the MC (except for MYRRHA: these assignments always fall under the authority of DDG2, who can delegate them to members of the MC).

9.6. The job descriptions and the qualifications of the Secretary-General (SG) are summarised in the "14-133 Functiebeschrijvingen.docx" document.

- The role of the SG consists of strengthening the ties with (primarily) governments with regard to financial strategic case files. These case files are discussed in the MC, and are assigned to/fall under the authority of the SG. The SG reports to the DG, and has no direct authority towards either the DDGs, or the ANS, EHS and NMS Institute Directors. With regard to the financial files relating to the final budgets, the SG will consult directly with the CSA Institute Director.
- The Executive Committee/Board of Governors regularly request the SG to handle files on issues that concern him. When required, the SG will be invited to provide information on these files during the meetings of the Executive Committee or the Board, or to attend individual sessions. The SG will always report to the Executive Committee or the Board of Governors regarding SCK•CEN budgets.

9.7. The job descriptions and the qualifications of the Institute Directors (ID) are stated in the "14-133 Functiebeschrijvingen.docx" document.

- The IDs are assisted by their deputy (deputies) (DID). The DIDs support their management with regard to financial and scientific issues. The distribution of tasks is arranged by the Institute Director.
- The Deputies are part of 'the extended MC (= MC+deputies)', which only meets if detailed data should be discussed (e.g. detailed budget discussions).
- An Institute Coordination Committee (ICC) has also been established within each Institute, which meets on a monthly basis and consists of the ID, his secretariat and Heads of Expert Groups of the Institute. The ICC carries out Institute meetings to coordinate the operations of the Institute. The ICC is chaired by the Institute Director. Representatives of BD&S and HRM are invited to the ICC meeting.

9.8. The Communication Department (COM) reports directly to the DG and:

- prepares an annual communication plan for the approval of the MC. the Head of the COM Department regularly consults with the DG;
- manages both the internal and external communication of SCK•CEN in all its aspects. COM is also responsible for the organisation of events (external visits, organisation of conferences, etc.) and the development and maintenance of the Intranet and SCK•CEN website. In the case of press conferences and crisis situations, COM has several internally selected and trained spokespeople at its disposal with specialised communication skills, scientific knowledge and linguistic backgrounds;
- COM has an advisory role in terms of whether or not to respond/react to reporting about SCK•CEN in external media, and should be consulted to that effect by any member of SCK•CEN who intends to respond to external coverage. In addition, COM can be approached by all members of SCK•CEN for support in the preparation of external communication, and COM will also act proactively with regard to all groups within SCK•CEN in order to promote (internal and external) communication;
- has final responsibility with regard to the address files of SCK•CEN;

- participates in the MC at the explicit invitation of the DG.

9.9. The Business Development & Support (BD&S) department reports directly to the DG. The job description and the qualifications of the Business Development & Support Department Director are stated in the "14-133 Functiebeschrijvingen.docx" document.

- The role is clearly defined in the job descriptions of the BD&S (Business Development and Support) management. In addition to the existing valuation, the group is responsible for the legal and contractual aspects of SCK•CEN, as well as for a proactive attitude towards SCK•CEN in order to enhance the value, as outlined in the strategy statement. BD&S handles all SCK•CEN projects (project application, project monitoring, etc.) and, in particular, has a supporting role with respect to the EU projects.
- BD&S is automatically invited to the MC meetings and is present at the ICC Institute meetings. BD&S can be approached by anyone, and its attendance of the MC meetings ensures the transfer of information.

9.10. The Internal Department for Prevention and Protection at Work (IDPPW) reports directly to the DG, as required by law.

- The Head of the IDPPW reports directly to the DG, but, at the same time, has an autonomous role within the entire organisation, in accordance with the applicable legislation.
- At SCK•CEN, the IDPPW is also responsible for the security of SCK•CEN and the environmental management.
- The Head of the IDPPW is automatically invited to the MC meetings.

## **10. The control structure**

- 10.1. The Board of Governors and the Management of the Centre attach great importance to the internal control of the daily management of the Centre. In this context, the Board of Governors is assisted by the Financial Committee and the Head of Internal Audit, who reports to the Financial Committee.
- 10.2. The Financial Committee studies the risk assessment as presented by Internal Audit, and the relevant reports. In accordance with Paragraph 7, the Financial Committee plays an advisory role in the monitoring of the budgets, the accounts and the financial statements of the Centre, compliance with legal and regulatory provisions, and the internal audit and risk management. In exercising these duties, the Committee can call upon both internal and external resources.
- 10.3. At the proposal of the Management Committee, and in consultation with the Financial Committee, the Board of Governors appoints an independent internal auditor who will be responsible for the internal audit. The internal auditor assesses the risks, carries out the internal audit and, after consulting the Financial Committee, presents the Board of Governors with an audit plan. He regularly provides the Financial Committee with internal audit reports.
- 10.4. The Management Committee supervises the implementation of an adequate internal control system, which consists of several procedures aimed at adequately ensuring the reliability of budgets, accounts and financial reporting in accordance with the legislation, the accounting rules and the Articles of Association.
- 10.5. The Centre undertakes to carry out its activities and research in accordance with the Ethical Charter attached as Appendix V.